

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

WISCONSIN ENERGY CORPORATION,)	
INTEGRYS ENERGY GROUP, INC.,)	
PEOPLES ENERGY, LLC, THE PEOPLES)	
GAS LIGHT AND COKE COMPANY,)	
NORTH SHORE GAS COMPANY, ATC)	
MANAGEMENT INC., and AMERICAN)	
TRANSMISSION COMPANY LLC)	Docket No. 14-0496
)	
Application pursuant to Section 7-204 of the)	
Public Utilities Act for authority to engage in a)	
Reorganization, to enter into agreements with)	
affiliated interests pursuant to Section 7-101, and)	
for such other approvals as may be required under)	
the Public Utilities Act to effectuate the)	
Reorganization)	

**THE PEOPLE OF THE STATE OF ILLINOIS,
THE CITY OF CHICAGO AND THE CITIZENS UTILITY BOARD’S REPLY IN
SUPPORT OF THEIR EMERGENCY MOTION TO REQUIRE ADDITIONAL
TESTIMONY FROM THE JOINT APPLICANTS REGARDING NEEDED
TRANSITION PLANS RELATED TO THE PEOPLES GAS LIGHT & COKE
COMPANY’S
ACCELERATED MAIN REPLACEMENT PROGRAM**

The People of the State of Illinois, by Lisa Madigan, Attorney General of the State of Illinois (“the People” or “AG”), the City of Chicago (“City”), and the Citizens Utility Board (“CUB”) (collectively, the Governmental and Consumer Intervenor or “GCI”), through their attorneys, pursuant to Sections 7-204 and 8-102 of the Public Utilities Act (“the Act”), 220 ILCS 5/7-204 and 5/8-102, and Sections 200.190 and 200.870 of the Rules of Practice of the Illinois Commerce Commission (“ICC” or “Commission”), 83 Ill. Adm. Code §§ 200.190 and 200.870, hereby submit their Reply to the Responses filed by (i) the Joint Applicants¹ (“JA”) and (ii) the Commission Staff (“Staff”) on June 4, 2015 in response to GCI’s Emergency Motion To Require

¹ The Joint Applicants are Wisconsin Energy Corporation (“WEC,” the would-be acquiring company), Integrys Energy Group, Inc. (“Integrys,” Peoples Gas’s parent company), The Peoples Gas Light & Coke Company (“PGL” or “Peoples Gas”), North Shore Gas Company (“North Shore”), Peoples Energy, LLC, ATC Management Inc., and American Transmission Company LLC.

Additional Testimony From The Joint Applicants Regarding Needed Transition Plans Related To The Peoples Gas Light & Coke Company's Accelerated Main Replacement Program, filed May 28, 2015 (the "Motion"). In support of their Reply, GCI state the following:

I. A DETAILED TRANSITION PLAN IS NEEDED TO ENSURE THAT THE STATUTORY STANDARD FOR MERGER APPROVAL IS MET.

1. The Joint Applicants significantly mischaracterize GCI's request in their Motion. At pages 2 and 5 of their Response, the JA describe GCI's request to the Commission as one seeking "enhancements to the AMRP²." But the purpose of GCI's request is more specific -- to ensure that the Commission has the testimony necessary to exercise its duties under Section 7-204 and ensure that the proposed reorganization will not diminish PGL's ability to provide service safely and efficiently, and is not likely to inflate rates with the costs of inefficiency. See GCI Motion at 3; 220 ILCS 5/7-204(b)(1), (b)(7). Mindful of the Commission's waning opportunity to exercise jurisdiction over PGL's proposed new owner, GCI ask that the Commission require a transition plan -- from the corporate entity that will exercise significant control over PGL's management, financing, and policies -- that assures the corrections needed to prevent continuation of problems that degrade PGL's safety and service capabilities.

2. Moreover, the terms of GCI's request were for, as part of the requested transition plan, "specific plans for fixing the documented, serious inter-corporate deficiencies tied to AMRP mismanagement that only [WEC] can address."³ The AMRP's upper management dysfunction was observed and documented in the Final Report on Phase One of an Investigation

² AMRP stands for the Accelerated Main Replacement Program ordered by the Commission in its final order in Docket Nos. 09-0166/0167 (cons.) on January 21, 2010.

³ GCI Motion at 2.

of Peoples Gas Light and Coke Company's AMRP (the "Liberty Final Report"⁴), prepared by The Liberty Consulting Group ("Liberty") and released by the Commission on May 20, 2015:

The Integrys full-time program manager directing the work that Jacobs Engineering personnel largely perform was not located full-time in Chicago. This arrangement detracted from the ability to continuously follow and interact with project resources and engage on issues. Other Integrys members of the program management resided on the organization's periphery, not in key leadership roles.⁵

Additionally, the Liberty Final Report also found that Integrys's Executive Steering Committee overseeing the AMRP met much less often and was less engaged than appropriate,⁶ and that oversight of the AMRP by Integrys's Board of Directors has been insufficient, with poor communication to the Board and an overly rosy perception of AMRP management and performance by the Board.⁷

3. Neither the ALJ nor the Commission has yet assessed the effect of the Liberty Final Report's findings upon this proceeding. When the ICC Commissioners did speak publicly about the Liberty Final Report at the ICC's May 20, 2015 open meeting, Chairman Brien J. Sheahan stated that "the costs of mismanagement will not be borne by Peoples Gas customers," and Commissioner John R. Rosales stated that "this Commission will not accept the cost of mismanagement that this audit discovered." The Commission thus should be very cautious about approving a change in control over the AMRP without receiving detailed assurances that existing efforts to address mismanagement will endure. If the Commission exercises the prudent caution GCI propose, the Act provides adequate authority and procedure to facilitate that inquiry.

⁴ The Liberty Final Report and the investigation it reports on were ordered by the Commission pursuant to Section 8-102 of the Act at page 61 of its final order dated June 18, 2013 in Docket Nos. 12-0511/0512 (cons.) (the "2012 Rate Case").

⁵ Liberty Final Report at E-15.

⁶ *Id.* at N-9, N-13.

⁷ *Id.* at N-14.

4. Though PGL under Integrys management has completed action plans that would “redefin[e] ... executive oversight of the AMRP, specifically increasing scheduled review meetings and corrective actions to address performance shortfalls and adverse trends,”⁸ a concrete plan to continue PGL’s nascent planning for AMRP improvements is needed, lest the reforms fall away. The conditional promises made by the Joint Applicants (and recited in the Proposed Order) do not provide that assurance and do nothing to address the cultural change regarding the role of senior leadership in overseeing the AMRP that was prescribed by Liberty.⁹

5. Because PGL has started efforts to address inter-corporate management deficiencies regarding the AMRP, a corporate reorganization risks diminishing the remedial action that has taken place to date. As Liberty stated in its final audit report released May 20th:

Care must be taken to ensure that continuation of the change process does not get unnecessarily disrupted by changes that may come under potentially new ownership.¹⁰

Liberty’s admonition is salient both as a matter of prudent management and in light of the statutory standards for approval of a merger under Section 7-204(b) of the Act, discussed further below.

6. WEC’s planned takeover of Peoples Gas will necessarily create new lines of management and reporting, and the JA have already confirmed as much, stating that under the proposed new organizational structure, the PGL President will report directly to the WEC CEO, and that at least three members of PGL’s management team will come from WEC.¹¹ However, the Joint Applicants have refused to provide more specific information about how they will handle the critical transition in managing the AMRP to ensure no diminishment of positive

⁸ *Id.* at N-16.

⁹ *Id.*

¹⁰ *Id.* at N-19 (emphasis added).

¹¹ JA Response to Commissioners’ Data Request No. 1(b), March 18, 2015.

momentum. When specifically asked by the Commission about AMRP transition plans, the JA stated that such plans do not exist.¹² Each JA witness – whether a WEC or Integrys employee – when asked about this important issue, testified that he confirmed that future plans were unknown.¹³ The Commission should not simply trust Peoples Gas’s would-be new owner; the Commission requires more information to make its statutorily-mandated findings.

7. In light of the reported effect of uncertain management documented by the Liberty Final Report, both what the JA have stated and what they have not stated regarding their plans for the corporate transition will endanger the positive steps PGL has begun to right a listing AMRP ship. For this reason, GCI requested in their Motion that the Commission require the JA to provide plans for addressing the inter-corporate deficiencies documented in the Liberty Final Report – specifically, how the JA will ensure those deficiencies do not worsen after the transition.

8. Despite their criticism of any AMRP focus, the JA suggest that the “proper focus of this proceeding” is whether the proposed reorganization would interfere with or adversely impact, *inter alia*, PGL’s implementation of the AMRP recommendations in the Liberty Final Report. JA Response at 2. But the Act defines a different focus, prescribed by Section 7-204(b), which provides that the Commission must find that the merger will not diminish the utility’s ability “to provide adequate, reliable, efficient, safe, and least-cost public utility service” (220 ILCS 5/7-204(b)(1)) and that that the proposed transaction “is not likely to result in any adverse rate impacts on retail customers.” 220 ILCS 5/7-204(b)(7). The JA’s failure to present any sort of transition plan and the WEC witnesses’ startling lack of knowledge about the AMRP call into question the JA’s ability “to provide adequate, reliable, efficient, safe, and least-cost public

¹² JA Response to Commissioners’ Data Request No. 1, March 18, 2015.

¹³ See Tr. at 84, 256, 314.

utility service.” The Liberty Final Report’s finding¹⁴ that continuing the program as it has been conducted would not meet standards of regulatory prudence demands a more concrete response from the prospective new owner with ultimate management authority.

9. Along the same lines, Staff suggests that “[t]he AMRP is an accomplished fact, and its effect on rates exists independent of the proposed merger transaction.”¹⁵ However, Staff’s statement ignores the Commission-appointed auditors’ warnings regarding possible disruptions, with resulting cost inflation, that might occur if the proposed merger is consummated. Staff fails to acknowledge that as the record stands today, the Commission has no idea what will occur with the management of the AMRP post-merger if the reorganization is approved without adequate, appropriate conditions.

10. Both Staff¹⁶ and the Joint Applicants¹⁷ point to Condition Nos. 9 and 10 in the Proposed Order’s Appendix A as providing adequate assurance of appropriate remedial action recommended in the Liberty Final Report. But the process envisioned is inadequate to the task, because it allows PGL to decide in the first instance whether a recommendation should be implemented.¹⁸ If there is disagreement with Staff on that point, PGL is given the discretion to decide whether to take the dispute to the Commission for resolution. Condition No. 9 provides *no remedy* for Staff or any other party in the event that Staff disagrees with PGL’s decision to skip a recommendation and the utility chooses to keep the matter out of the Commission’s purview; in such case, PGL would not be in violation of the condition ordered in this proceeding.

¹⁴ Liberty Final Report at B-4.

¹⁵ Staff Response at 5.

¹⁶ Staff Response at 7 (“Given the existence and imposition of conditions No. 9, 10 and 11 on JAs, there is no need to extend the schedule in this matter or to require additional testimony from the JAs”).

¹⁷ JA Response at 7.

¹⁸ Condition No. 9 allows PGL to decline to implement a Liberty recommendation if PGL deems it “imprudent, impractical, unreasonable, or impossible.” Proposed Order, Appendix A.

11. The Proposed Order's Condition No. 10, that the Commission Staff will work to verify PGL's implementation of Liberty Final Report recommendations, is similarly limited through its incorporation of PGL's discretion in Condition No. 9. Thus, the two conditions, as a whole, are of questionable value. In deciding whether to approve the proposed merger, the Commission cannot be assured at the statutory level of certainty ("will not") that those two highly-qualified conditions permit the required Section 7-204(b)(1) finding. It must be noted, too, that this process as outlined in Condition Nos. 9 and 10 is contrary to the Commission's determination in the 2012 Rate Case that Peoples Gas was to implement Liberty's recommendations without any caveats.¹⁹

II. THE JOINT APPLICANTS' STATEMENTS OF INTENT REGARDING THE PENDING TRANSITION HAVE BEEN INADEQUATE.

12. As noted above, when asked by the ICC Commissioners on March 11, 2015 to provide a transition plan in the event that WEC takes control of Peoples Gas, the Joint Applicants could not provide one.²⁰ This alone should give the Commission significant pause. At pages 8 and 9 of their Response, the JA cite evidence purportedly showing that "Wisconsin Energy supports the development of [AMRP improvement] initiatives and activities, and will work to ensure that any progress made in improving the AMRP prior to Closing continues after the Reorganization is approved." However, the cited evidence, from testimony in this proceeding by WEC officials, contains nothing more than conclusory, self-serving statements that are merely repeated in the JA's Response. The JA then list at page 9 of their Response a

¹⁹ See Order, Docket Nos. 12-0511/0512 (cons.), June 18, 2013, at 61 (adopting by reference the recommendations for an AMRP audit contained in ICC Staff Exhibit 20.0 in that proceeding (available at <http://www.icc.illinois.gov/downloads/public/edocket/339157.pdf>), including "Phase II will be a two-year verification period following the Phase I investigation and the engineering consultant who performs the investigation should work during this Phase II two-year period to verify that Peoples has implemented the recommendations from the Phase I investigation," 3-4:57-60).

²⁰ JA Response to Commissioners' Data Request no. 1, March 18, 2015.

number of high-level guidelines for the planned transition (“gaining familiarity with current management and staff...” et cetera) copied from the JA’s Response dated March 18, 2015 to the ICC Commissioners’ Data Request no. 1(b). None of these guidelines specifically address the gaps in executive oversight of the AMRP, or PGL’s (much less the new owners’) existing plans to fill those gaps.

13. At page 9 of their Response, the JA make the claim that “there will be significant continuity in the employees making daily decisions about the Gas Companies’ operations,” citing Mr. Leverett’s rebuttal testimony, JA Exhibit 6.0. Mr. Leverett stated in that rebuttal testimony that such employees “will be continued to be located here in the Gas Companies’ service territories.” But Mr. Leverett could not possibly have been speaking about employees leading the AMRP, because Mr. David Giesler, who is currently responsible for financial control and closeout of AMRP projects²¹, spends two days per week in Green Bay, Wisconsin.²² Liberty observed critically in its final report that “[t]he program manager, an Integrys employee, is based outside of Chicago.”²³ The Liberty Final Report concluded after reviewing the AMRP’s track record that all AMRP management functions must be headed by a “full-time program manager based in Chicago, where AMRP work occurs.”²⁴ Whether that recommendation is consistent with WEC’s post-merger AMRP plans is uncertain. That fact alone should trigger Commission action, as requested by GCI, while it still has some jurisdictional authority over the entity seeking to acquire Peoples Gas.

III. THE LIBERTY FINAL REPORT CREATES UNFORESEEABLE CIRCUMSTANCES THAT WARRANT AN EXTENSION OF TIME IN THIS PROCEEDING.

²¹ Tr. at 254:1-16.

²² Tr. at 255:19-20.

²³ Liberty Final Report at B-7; *see also* E-9, E-14.

²⁴ *Id.* at ES-3.

14. As GCI explained in their Motion at 10, Section 7-204(d) of the Act provides that the Commission has statutory authority to order an extension of a reorganization application proceeding by up to three months “to consider reasonably unforeseeable changes in circumstances subsequent to the Applicant’s Initial Filing.” 220 ILCS 5/7-204(d). The JA make the predictable claim on page 11 of their Response that “GCI has failed to show any material change in fact or law requiring reopening of the record for additional testimony.” Such a claim overlooks the disturbing findings about PGL’s AMRP that were contained in the Liberty Final Report released on May 20th. The JA tendentiously argue that “Liberty’s Final Report being issued . . . does not constitute an ‘unforeseeable change in circumstances’ ” within the meaning of Section 7-204(d) of the Act, because, they say, the Liberty Final Report was contemplated by the final order of PGL’s 2012 Rate Case, issued in June 2013. *Id.* But GCI have not argued that it is the *issuance* of the Liberty Final Report that constitutes the unforeseeable change in circumstances, but rather the findings found in the Report that were catalogued in GCI’s Motion at 6-7:

- Top leadership not highly conversant with AMRP’s performance issues and top-level oversight operating without a regular, consistent schedule or the use of key performance metrics. Liberty Final Report at B-14.
- Statistics that profile main replacement progress for management are incomplete and difficult to reconcile. *Id.* at D-3.
- No high priority given to developing and maintaining a strong cost management culture, poor management capabilities, an overly narrow approach to budget monitoring, rather than robust cost management, and a lack of proper tools, exacerbated by poorly defined roles and responsibilities. *Id.* at L-10.
- Use of flawed data for risk modeling and safety-related replacement prioritization. *Id.* at F-15.

- A failure of main gas leaks to fall in frequency, notwithstanding four years of AMRP work. *Id.* at B-8.

Even if these astonishing findings were anticipated by PGL or the Joint Applicants, they were not known to the Commission, to Staff, or to GCI at the time the JA filed their reorganization application on August 6, 2014. These findings counsel in favor of taking more time to meaningfully consider the JA's testimony on what they plan to do to address shortcomings at the highest levels of AMRP management.

15. Both Staff and the JA assert that there is some legal basis to reject the proposition that the Liberty Final Report creates unforeseeable circumstances that warrant an extension of time pursuant to Section 7-204(d) of the Act. For example, Staff suggests that the "impact of Liberty's audit on this proceeding" is limited to the following two issues: (1) whether the JA are aware of the scope and scale of the potential obligations under the AMRP; and (2) whether the JA are ready, willing and able to implement the AMRP consistent with additional remedies as recommended by the Liberty audit. Staff Response at 5. But the January 14, 2015 ALJ Ruling quoted by Staff dealt only with "the scope of testimony, discovery and examination regarding the Liberty Interim Audit Report."²⁵ Thus, its only upshot was evidentiary in nature. It did *not* establish an allowed scope of legal issues in this docket regarding Liberty's findings – and more importantly, it dealt only with Liberty's *Interim* Audit Report released in January, not the Liberty Final Report released in May. Indeed, to assert that the Commission is bound by examining only whether the JA are "ready, willing and able" is inconsistent with the clear statutory standards outlined in Subsections 7-204(b)(1)-(7) of the Act. 220 ILCS 5/7-204(b).

²⁵ Docket No. 14-0496, Notice of Administrative Law Judge's Ruling, January 14, 2015.

16. Similarly, at page 4 of their Response, the Joint Applicants point to rulings by the Administrative Law Judge suggesting that the instant proceeding is not the appropriate venue to investigate the AMRP. But GCI are not seeking to “investigate” the AMRP. GCI agree that the audit report completed by Liberty pursuant to the Commission’s Order in the 2012 Rate Case is the appropriate and canonical source for reviewing investigative findings regarding the AMRP. Nor do GCI seek “a detailed review” of the Liberty Final Report or to “accelerate Phase II of the Liberty audit,” as Staff alleges at page 5 of its Response. Phase II, as directed by the Commission’s final order in the 2012 Rate Case, is one of implementing Liberty’s recommendations, and GCI is not asking that any of those recommendations be executed sooner than appropriate. Rather, GCI are asking the Commission to obtain from the JA, notably WEC, transition plans that will ensure that the remedial action for the AMRP already underway and the action recommended by Liberty will not be impeded or diminished by the proposed change of control. Whether the proposed reorganization is approved or rejected, more evidence is needed (i) to determine whether reorganization “will not” diminish PGL’s safety and service abilities, (ii) to examine an adequate transition plan, or (iii) to define other appropriate conditions.

IV. INDUSTRY PRACTICE AND COMMISSION PRECEDENT DICTATE THAT A DETAILED TRANSITION PLAN SHOULD BE FINALIZED AND SUBMITTED TO THE COMMISSION AT THIS TIME.

17. The Joint Applicants, citing statements by their external witness Mr. John Reed, state that “the standard practice in a transaction of this nature is that a formal transition plan would not be created until a month prior to closing.” JA Response at 10. In fact, the eleven-month statutory deadline under Section 7-204(d) for a Commission decision on the reorganization application is July 6, 2015, and the latest Commission open meeting by July 6th

of this year is scheduled for June 24, 2015.²⁶ Moreover, WEC Chairman and Chief Executive Officer Gale Klappa implied during a May 5, 2015 investor conference call that WEC plans to close this proposed transaction by Monday, June 29, 2015 if it receives approval at the Wednesday, June 24th ICC open meeting.²⁷ Today is June 8th – only three weeks before WEC’s intended closing date. Almost three months have passed since the JA stated that they “have not developed a formal transition plan, or any specific adjustments to AMRP leadership or processes.”²⁸

18. Thus, GCI’s request that the Commission order the JA to provide their formal transition plan should impose no burden upon the JA and require no (or minimal) time to prepare. By their own definition of “standard practice,” a formal transition plan should be ready at this point in time relative to the intended closing.

19. After deriding the need to create a transition plan at this time, the JA cover their lax preparation by arguing that “there was no such formal or final ‘transition plan’ document presented in the *AGL-Nicor Merger*²⁹ case, either.” JA Response at 10. But in fact, the joint applicants in that case submitted “approximately 3500 pages of documentation generated by [the

²⁶ See Illinois Commerce Commission 2015 calendar, available at <http://www.icc.illinois.gov/downloads/public/2015v3CAL-FINAL.pdf>.

²⁷ Mr. Klappa: “Well, if we look at it at present the Illinois Commerce Commission with the regulations and procedures that they follow in a case like this, by statute, unless there is some decision to delay, the Illinois Commerce Commission would make a decision by no later than July 6.”

Questioner: “Got it. And then you would close very shortly thereafter in theory?”

Mr. Klappa: “Once we receive the final approval we will close probably within three business days.”

Wisconsin Energy Corp. Form 425 SEC filing, May 6, 2015, *Edited Transcript: WEC – Q1 2015 Wisconsin Energy Corp Earnings Call, May 5, 2015*, available at <http://www.sec.gov/Archives/edgar/data/783325/000110465915034425/0001104659-15-034425-index.htm>, <http://www.sec.gov/Archives/edgar/data/783325/000110465915034425/g109271bei011.gif> (page 11).

²⁸ JA Response to Commissioners’ Data Request no. 4, March 18, 2015.

²⁹ The “*ACL-Nicor Merger*” case cited by the JA and also cited by GCI in their Motion was the reorganization application of ACL Resources Inc., Nicor Inc., and Northern Illinois Gas Company, Docket No. 11-0046, originally submitted to the Commission in January 2011.

joint applicants’] integration planners.”³⁰ By contrast, the JA’s integration plans submitted in this docket amount to around seven pages of responses to the Commissioners’ Data Requests, filed on March 18, 2015, which stated that the Joint Applicants do not have a “formal transition plan” in place. The JA then compound their erroneous interpretation of the AGL-Nicor merger order, stating that “in the *AGL-Nicor Merger* case, the Commission concluded that integration planning does not need to be completed before the Commission may approve a merger under Section 7-204.” The JA have brazenly misstated the Commission’s conclusion in the final order of that proceeding. Actually, the referenced page³¹ of the final order states

The question really raised by the objections of Staff and AG/CUB is whether the integration process must be completed³² before the Commission can reasonably render the finding required by subsection 7-204(b)(1).

[...]

The Commission holds that it is unnecessary to await completion of the company integration *processes* in this particular case.

[Emphasis added.] Thus, the Commission never stated that the completion of integration *planning* is unnecessary for merger approval. In fact, the Commission used that final order to set out its standard for assessing integration planning in the context of a merger application:

A more appropriate test is whether the ongoing integration process is soundly conceived, adequately staffed and progressing satisfactorily.

Id. In this case, the Commission must apply the same test examining the “sound conception” of the integration process. But by those lights, the Joint Applicants are found wanting.

20. Here, the Joint Applicants have not provided any transition plan and refused to state how they will ensure that remedial and corrective efforts by PGL that have occurred to date

³⁰ Order, Docket No. 11-0046, at 11-12.

³¹ Order, Docket No. 11-0046, Dec. 7, 2011, at 13, available at <http://www.icc.illinois.gov/downloads/public/edocket/307801.pdf>.

³² This word was italicized in the Commission’s final order.

or are planned will not be negatively impacted after the closing of the proposed transaction. The JA gesture in their Response at 10 to the existence of the Liberty Final Report with its numerous recommendations and to the conditions adopted by the Proposed Order for the implementation of those recommendations; however, none of those conditions speak to the *transition of control* over the AMRP from Integrys to WEC. On paper, any owner could theoretically implement the Liberty Final Report recommendations pursuant to the Proposed Order's conditions; however, managing an infrastructure "super-project," as Liberty termed it,³³ is more than just a paper undertaking.

V. CONCLUSION

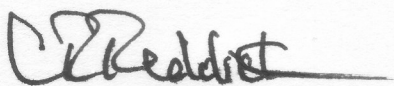
21. WHEREFORE, GCI respectfully request that the record in this case be re-opened, pursuant to Section 200.870 of the Commission's Rules of Practice, for the purpose of admitting the Liberty Final Report in the record³⁴ and to conduct hearings to require the JA to detail in sworn testimony a transition plan that ensures the continuity and non-diminishment of any on-going remedial efforts by PGL in response to the audit and provides specific plans for fixing the documented inter-corporate dysfunction tied to AMRP mismanagement. In addition, pursuant to Section 7-204(d) of the Act, the Commission should extend the schedule of this proceeding, to the extent needed, for the Commission to fulfill its statutory obligations, as described above.

³³ Liberty Final Report at D-12, D-17, V-11.

³⁴ Both Staff and the Joint Applicants indicated in their Responses that they do not oppose admitting the Liberty Final Report into the record of this proceeding, with a condition added by Staff as to the Report's evidentiary use. Staff Response at 7; JA Response at 11.

Respectfully submitted,


CITY OF CHICAGO

By: 

Conrad R. Reddick
Special Assistant Corporation Counsel
City of Chicago, Department of Law
1015 Crest Street
Wheaton, IL 60189
(630) 690-9525
conradreddick@aol.com

PEOPLE OF THE STATE OF ILLINOIS

By Lisa Madigan, Attorney General


Karen L. Lusson

Karen L. Lusson, Assistant Bureau Chief
Sameer H. Doshi, Assistant Attorney General
Ronald D. Jolly, Assistant Attorney General
Public Utilities Bureau
Illinois Attorney General's Office
100 West Randolph Street, 11th Floor
Chicago, Illinois 60601
Telephone: (312) 814-1136 (Lusson)
(312) 814-8496 (Doshi)
(312) 814-7203 (Jolly)
Email: klusson@atg.state.il.us
sdoshi@atg.state.il.us
rjolly@atg.state.il.us

CITIZENS UTILITY BOARD



Christie Hicks, Senior Attorney
CITIZENS UTILITY BOARD
309 W. Washington, Ste. 800
Chicago, IL 60606
(312) 263-4282
(312) 263-4329 fax
crhicks@citizensutilityboard.org

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